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Bank)*

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF NEW JERSEY**

LIFESCAN, INC. and JOHNSON & JOHNSON
HEALTH CARE SYSTEMS, INC.,

Plaintiffs,

v.

JEFFREY C. SMITH; GEOFFREY S.
SWINDLE; STEVEN L. HADOCK; SAHILY
PAOLINE; DAVID GRANT; JUSTIN
LEAVITT; BLAINE SMITH; ALISON
WISTNER; ADAM KOOPERSMITH; & ZB,
N.A.;

Defendants.

Civil Action No. 2:17-cv-
5552 (CCC/CLW)

**CERTIFICATION OF
LIZA M. WALSH IN
FURTHER SUPPORT OF
DEFENDANT ZB N.A.'S
MOTION TO TRANSFER
VENUE OR,
ALTERNATIVELY, TO
DISMISS OR STAY THIS
ACTION**

Filed Electronically

I, LIZA M. WALSH, of full age, hereby certify and state:

1. I am an attorney at law of the State of New Jersey and a member of the law firm of Walsh Pizzi O'Reilly Falanga LLP, counsel for defendant, ZB, N.A.

(d/b/a Zions First National Bank) (“Zions”), in the above-captioned action. I am fully informed of the facts contained herein and am authorized to make the within Certification on behalf of Zions.

2. I make this Certification in further support of Zions’ Motion for an Order transferring venue of this action to the United States District Court for the District of Utah pursuant to 28 U.S.C. § 1404(a) or, alternatively, to dismiss or stay Plaintiffs’ Amended Complaint as to Zions pursuant to Rules 12(b)(1), 12(b)(6) and (9)(b) of the Federal Rules of Civil Procedure (the “Motion”).

3. Attached hereto as Exhibit C is a true and correct copy of relevant portions of the Credit Agreement between Zions and non-party Alliance Medical Holdings, LLC (“Alliance”) referenced in Plaintiffs’ Complaint.

4. Attached hereto as Exhibit D is a true and correct copy of relevant portions of the Transcript of the March 26, 2018 Hearing before the Hon. Marvin Isgur, U.S.B.J. in the matter captioned *Uplift RX, LLC v. Alliance Health Networks, LLC*, No. 17-32186-H1-11, in the Bankruptcy Case of Alliance and certain of its affiliates pending in United States Bankruptcy Court for the Southern District of Texas, Houston Division.

5. Attached hereto as Exhibit E is a true and correct copy of Plaintiffs LifeScan, Inc. and Johnson and Johnson Healthcare Systems, Inc.’s Rule 26 Disclosures served upon Zions on April 4, 2018.

I hereby certify under penalty of perjury that the foregoing is true and correct.

Dated: June 1, 2018

s/ Liza M. Walsh
Liza M. Walsh